

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

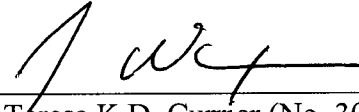
**NO ORDER REQUIRED
CERTIFICATION OF NO OBJECTION TO TWELFTH MONTHLY APPLICATION
OF KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE OFFICIAL
COMMITTEE OF EQUITY HOLDERS, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD JULY 1, 2002
THROUGH JULY 31, 2002 [RE: DOCKET NO. 2934]**

The undersigned hereby certifies that as of the date hereof, he has received no formal answer, objection or any other responsive pleading to the Twelfth Monthly Application (the "Application") for Compensation of Kramer Levin Naftalis & Frankel LLP, counsel to the Official Committee of Equity Holders, filed on November 11, 2002 [Docket No. 2934]. The undersigned further certifies that he has reviewed the Court's docket in this case and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the Notice of Application, objections were to be filed and served no later than 4:00 p.m. on November 25, 2002.

Pursuant to the Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors are authorized to pay Kramer Levin Naftalis & Frankel LLP \$22,466.80 which represents 80% of the fees (\$28,083.50) and \$1,121.59, which represents 100% of the expenses, for an aggregate amount of \$23,588.39, requested in the Application for the period July 1, 2002 through July 31, 2002, upon the filing

of this Certification and without the need for entry of a Court order approving the Application.

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

By: 
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Counsel to the Official Committee of
Equity Holders

Dated: November 26, 2002